

CERTIFICATION

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- and -

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Attorneys for Davidson Kempner
Capital Management LLC; Elliott
Associates, L.P.; Nomura Corporate
Research & Asset Management, Inc; Northeast
Investors Trust; SPCP Group, LLC;
and Whitebox Advisors, LLC,
all in their capacity as Senior Noteholders

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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|-------------------------------------|---|-------------------------|
| -----X | | |
| In re: | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| -----X | | |

**CERTIFICATION UNDER GUIDELINES IN RESPECT APPLICATION BY DAVIDSON
KEMPNER CAPITAL MANAGEMENT LLC; ELLIOTT ASSOCIATES, L.P.;
NOMURA CORPORATE RESEARCH & ASSET MANAGEMENT, INC.; NORTHEAST
INVESTORS TRUST; SPCP GROUP, LLC; AND WHITEBOX ADVISORS, LLC, ON
BEHALF OF THEMSELVES AND SENIOR NOTEHOLDERS PREVIOUSLY
REPRESENTED, FOR PAYMENT OF FEES AND EXPENSES PURSUANT TO 11 U.S.C.
§ 1129(A)(4) AND BANKRUPTCY RULE 9019**

I, Allan S. Brilliant, hereby certify that:

1. I am a partner with Goodwin Procter LLP ("Goodwin") with responsibility for the application (the "Application") of Davidson Kempner Capital Management LLC; Elliott Associates, L.P.; Nomura Corporate Research & Asset Management, Inc; Northeast Investors Trust; SPCP Group, LLC; and Whitebox Advisors, LLC (the "Applicants"), on behalf of themselves and parties previously represented by their professionals in the above-captioned cases (collectively, the "Senior Noteholders") for payment of the Senior Noteholders' fees and expenses in accordance with paragraph 62 of the Findings of Fact, Conclusions of Law, and Order Under 11 U.S.C. §§ 1129(a) and (b) and Fed. R. Bankr. P. 3020 Confirming First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession, as Modified, approving the settlement of the Applicants' objections to confirmation pursuant to Federal Rule of Bankruptcy Procedure 9019.

3. In respect of the Amended Guidelines for Fees and Disbursements of Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on April 19, 1995 (the "Local Guidelines"), I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Goodwin, and on information and belief, Klestadt & Winters, LLP ("K&W"), and Maryann Keller & Associates ("MKA"), and generally accepted by their clients; and
- d. in providing a reimbursable service, Goodwin, and on information and belief, K&W and MKA, do not make a profit on that service, whether the service is performed by Goodwin, K&W, and MKA in-house or through a third party.

4. I further certify that Goodwin has served the Application on the United States Trustee, counsel for Official Committee of Unsecured Creditors, and counsel for the Debtors.

Dated: New York, New York
November 16, 2009

GOODWIN PROCTER LLP

By: /s/ Allan S. Brilliant
Allan S. Brilliant